

November 08, 2022

Ref.: NEL/028/2022-23

To,

BSE Limited,
(Stock Code: 533202)
Floor 25, P J Towers
Dalal Street
Mumbai-400 001

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

We hereby enclose a copy of Postal Ballot Notice dated November 08, 2022 together with the Explanatory Statement which will be sent to all the Members whose names appear on the Registrar of Members/ List of Beneficial Owner as on the cutoff date i.e., Friday, November 04, 2022.

The Company has engaged the services of KFin Technologies Limited (KFin) for providing e-voting facility to the Members. The voting through postal Ballot and e-voting will commence at **9:00 AM (IST) on Thursday, November 10, 2022** and shall end at **5:00 PM (IST) on Friday, December 09, 2022** (both days inclusive).

The results of the postal ballot will be declared on or before **Saturday, December 10, 2022**.

Request you to take the same on record.

Thanking you,

Yours faithfully,

For **NEL Holdings South Limited**


Prasant Kumar
Company Secretary & Chief Compliance Officer



Encl.: a/a

NEL Holdings South Limited

CIN : L93000KA2004PLC033412

#110, Andrews Building, Level 1, M.G. Road, Bengaluru - 560 001. P: 80-2227 2220, W: www.nelholdings.in, Email : info@nelholdings.in

NEL HOLDINGS SOUTH LIMITED

(CIN: L93000KA2004PLC033412)

Regd. Office: No. 110, A Wing, Level 1, Andrews Building, M. G. Road, Bangalore – 560001

Ph: +91-80-2227 2220, Email ID: cs@nelholdings.in;

Web: www.nelholdings.in



POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

TO

THE MEMBERS

NEL HOLDINGS SOUTH LIMITED

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 08, 2021 and the General Circular No. 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid divestment is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on **November 04, 2022** has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5:00 pm (IST) on **Friday, December 09, 2022** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet



registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before **December 10, 2022** and communicated to BSE Limited ("BSE"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited (RTA) and will also be displayed on the Company's website at www.nelholdings.in, on the website of BSE Limited at www.bseindia.com, on the website of National Securities Depository Limited (NSDL): www.evoting.nsdl.com and on the website of KFin Technologies i.e. <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

Resolution No. 1 - To approve alteration of Clause 1 of the Main Object Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with applicable Rules made thereunder, including any statutory modifications, amendments or re-enactments thereto for the time being in force and any other Regulations for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from authorities, departments, offices, institutions, banks, bodies and agencies if any, and subject to the consent of the Shareholders of the Company, existing clause 1 of the Object Clause of the Memorandum of Association (the MOA) of the Company be amended in the following manner:-

- i) **To amend the existing objects clause i.e. amendment by way of replacing the existing Clause 1 of the Main Object Clause of Memorandum of Association of the Company as detailed here in below:**

Existing Clause 1:

To carry on business of trading in land along with buy, acquire, sell, lease to let, mortgage or otherwise to deal and trade of lands of all types including layouts and plotted developments, along with other forms of residential real estate business. Construction/Executions of infrastructure projects covering dams bridges, canals, power projects and other hydraulic structures, roads and highways and any other infra projects including with Government projects including rental housing and senior citizen housing.

Revised Clause 1

To carry on business of trading in land along with buy, acquire, sell, lease to let, mortgage or otherwise to deal and trade of lands of all types including layouts and plotted developments.



“RESOLVED FURTHER THAT the draft copy of the amended MOA as circulated to the Board and duly initialed by the Chairman and Managing Director of the Company be and is hereby approved and adopted.”

“FURTHER RESOLVED THAT any of the Executive Directors or the Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, file requisite forms and documents as required, and to do all such acts, deeds, matters and things as may arise in this regard, and to accede to such modifications to the aforementioned resolutions as may be suggested by the Registrar of Companies, Karnataka or such other authority arising from or incidental to the said amendment without requiring any further approval of the Board.”

Resolution No 2: To approve the change of name of the Company to “SATCHMO HOLDINGS LIMITED”

To consider and if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 201, (including any statutory modifications, amendments or re-enactments thereto for the time being in force, if any,) and any other Regulations for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government authorities, departments, offices, institutions, banks, bodies and agencies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) and other applicable Securities and Exchange Board of India (“SEBI”) regulations and guidelines, other applicable laws, regulations, policies or guidelines, if any, and subject to the approval of the Central Government, the consent of the Members be and is hereby accorded to change the name of the Company from NEL Holdings South Limited to “SATCHMO HOLDINGS LIMITED”.

RESOLVED FURTHER THAT, the any of the Directors and the Company Secretary of the Company be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Resolution No 3: To alter the Name Clause in the Memorandum of Association and to substitute name in the Articles of Association of the Company.

To consider and if thought fit to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) Clause I of the Memorandum of Association of the Company be substituted by the following:



'The Name of the company is "SATCHMO HOLDINGS LIMITED".

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name NEL Holdings South Limited wherever appearing in the Memorandum of Association and Articles of Association be substituted by the new name "SATCHMO HOLDINGS LIMITED" upon approval.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

Resolution No 4: To approve the re-appointment and the remuneration payable to Mr. Nitesh Shetty (DIN:00304555), as Managing Director designated as Chairman and Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

"RESOLVED THAT pursuant to the provisions of Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") including any statutory modification or re-enactment thereof, read with Schedule V to the Act, approval be and is hereby accorded to the re-appointment of Mr. Nitesh Shetty (DIN:00304555) as Managing Director of the Company for a period of One year, with effect from 15th December, 2022 till 14th December, 2023.

RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013, Mr. Nitesh Shetty as a Managing Director of the Company, be paid such remuneration (including perquisites) and upon such terms and conditions as set out in the draft Agreement to be entered into between the Company and Mr. Nitesh Shetty with the authority to the Board of Directors ("the Board" which shall be deemed to include any Committee thereof) to alter or vary the terms and conditions of his re-appointment as may be agreed between the Board and Mr. Nitesh Shetty subject to the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year or during the tenure of Mr. Nitesh Shetty as Managing Director, the remuneration (including perquisites) as set out in the aforesaid draft Agreement be paid to him as minimum remuneration, subject to the receipt of No Objection Certificate from the financial institutions including Banks.

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, and Article 139 of the Articles of Association of the Company Mr. Nitesh Shetty shall not be liable to retire by rotation during his tenure as a Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution and to accept any modification/conditions that may be prescribed by the Central Government while according its approval, if any."



Resolution No 5: To approve the divestment of balance 15% stake held by the Company in NIRPL Ventures Private Limited

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** by means of postal ballot and E-voting:

“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and other necessary approvals, consents, as may be required and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the sale, transfer, disposal of balance 15% of its shareholding (10,486,500 no. of Shares), held by the Company NIRPL Ventures Private Limited (Formerly Known as Nitesh Indiranagar Retail Private Limited), to the prospective buyer on mutually agreeable terms and conditions as may be agreed by the Boards of Directors of the Company, in its absolute discretion.

RESOLVED FURTHER THAT Mr. Nitesh Shetty, Chairman and Managing Director or any other Director/Officer so authorized by the Board for the purpose, be and is hereby authorized to negotiate, determine the terms of the said disposal of investments including the selling price thereof, and to do all such further acts, deeds, things, and to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

By the Order of the Board of Directors
For **NEL HOLDINGS SOUTH LIMITED**



Prasant Kumar
Company Secretary & Chief Compliance Officer

November 08, 2022
Bengaluru

Regd. Office: No. 110, A Wing
Level 1, Andrews Building,
M. G. Road, Bengaluru – 560001

NOTES:

- 1 The Explanatory Statement explaining the reasons for the proposed Resolutions and setting out material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 2 The notice of the Postal Ballot will also be placed at the Company's website www.nelholdings.in on the website of BSE Limited at www.bseindia.com and also on the website of www.evoting.kfintech.com.
- 3 Pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April 2020, 13th April 2020, 15th June 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") voting shall be conducted through e-voting mechanism only in accordance with the provisions of the Act and the Rules made thereunder and physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
- 4 The Company has appointed Mr. Sudhindra K. S, Practicing Company Secretary (FCS No: 7909, CP No. 8190), Bengaluru, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
- 5 In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, **November 04, 2022**, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12.
- 6 In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has utilised the services of its Registrar and Share Transfer agent M/s KFin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
- 7 Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.nelholdings.in, websites of the Stock Exchanges i.e. The BSE Limited (BSE) at www.bseindia.com, and on the website of M/s KFin Technologies Limited at www.kfintech.com.
- 8 All the material documents referred in the Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent the Company/ KFin Technologies Limited. Members who wish to inspect the documents are requested to send an email to Company Secretary and Chief Compliance Officer at cs@nelholdings.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.



- 9 The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the NSDL and CDSL as on **Friday, November 04, 2022**. The Members, whose names appear in the Register of Members / List of Beneficial Owners as **on Friday, November 04, 2022**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cutoff date should treat this Notice of Postal Ballot for information purpose only.
- 10 The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the company as on **Friday, November 04, 2022**, being the cut-off date fixed for the purpose.
- 11 The voting period will commence from **Thursday, November 10, 2022** at 0900 hours IST and ends on **Friday, December 09, 2022** at 1700 hours IST. The e-voting module shall thereafter be disabled.
- 12 Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
- 13 In accordance with the SBI Circular - SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, it is mandatory for all holders of physical securities of the company to furnish the following documents / details to the RTA - KFin Technologies Limited, (KFin) having office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500032, Toll Free No.: 1800-309-4001, E-mail: einward.ris@kfintech.com, Website: <https://www.kfintech.com> or <https://ris.kfintech.com/> (email einward.ris@kfintech.com):
- PAN
 - Nomination (for all eligible folios)
 - Complete Postal address with PIN, Mobile number, E-mail address
 - Bank account details (bank name and branch, bank account number, IFS code)
 - Specimen signature
- The folios wherein any one of these cited document / details are not available on or after April 01, 2023, shall be frozen by the RTA.
- Further the RTA shall revert the frozen folios to normal status upon:
- receipt of all the aforesaid documents / details at paragraph 4 above or
 - dematerialization of all the securities in such folios
- 14 The Scrutinizer will submit his report to the Chairman & MD after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before **Saturday, December 10, 2022**.
- 15 The declared results along with the report of the scrutinizer shall be submitted to the BSE and shall be uploaded on the website of the company www.nelholdings.in, website of M/s KFin Technologies Ltd. www.evoting.kfintech.com.



16 The instructions for Members for e-voting are as under:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

| NSDL | CDSL |
|--|---|
| <p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsd.com</p> <p>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsd.com</p> <p>II. Select "Register Online for IDeAS"</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> | <p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL:https://web.cdslindia.com/myeasi/home/login</p> <p>or</p> <p>URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p> |



Method of Login for individual shareholders holding the securities in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

| NSDL | CDSL |
|---|--|
| Email: evoting@nsdl.co.in | Email : helpdesk.evoting@cdslindia.com |
| Toll free no.'s: 1800 1020 990 1800 22 44 30 | Phone No: 022- 23058738 022-23058542-43 |

e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Company is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of M/s KFin Technologies Limited for the purpose of providing e-voting facility to all its members.

- i. The details of the process and manner for e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL : <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. **NEL HOLDINGS**.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at sudhindracsfc@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- x. Members can cast their vote online from **Thursday, November 10, 2022** from 09:00 hours IST till **Friday, December 09, 2022** to 17:00 hours. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. For Members who have not registered their email addresses, kindly register the same and their mobile numbers at the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> as the postal ballot form and any other documents will not be sent to them in physical mode. The same shall be sent only by email, in view of the COVID-19 (Corona virus) pandemic and the Applicable Circulars.
- xii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. Krishna Priya M, Manager - Corporate Registry, at evoting@kfintech.com or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 1:

Shareholders are informed that post change in Companies object of the main object of Memorandum of Association the Company is more focused towards the new business.

Further post Covid 19 pandemic, the Real Estate Sector in Bangalore has also been limited due to lack of capital appreciation and change in end use preferences.

The Company has moreover completed all its pending projects and settled its customers and are now left over with only few plotted developments projects which forms part of the other business activities.

The Board at its meeting held on November 04, 2022 has approved to alter its Clause 1 of the Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot.

The Board in its earlier meeting held on July 31, 2020 has also earlier approved for formal exit from residential/housing real estate business and venturing into new diversified business due to change in current business scenario and new business prospects.

Accordingly, the Board recommended the resolution set in Item No. 1 as Special Resolution and submitted the same before the Shareholders for the approval for alteration in Clause 1 of the Main Object Clause of the Memorandum of Association of the Company.

The Shareholders is further informed that the change of object clause of the Company do not requires any prior approval from the Lenders/Financial Institutions of the Company where the loans are outstanding as on date and the above amendments would be subject to the approval of the Registrar of Companies, Karnataka, Bangalore.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 1 of this Notice.



Item No 2:

Shareholders are informed that the Company in its earlier meeting held in February 2022 has changed its object clause of Memorandum of Association to pursue its business in other business segments namely Facility Management, Internet Start-ups, Stock Market Investing, Catering and Restaurant Businesses and in order to have uniqueness in its existing name with regard to its new business segments has earlier in its meeting held on August 12, 2022 has proposed to change its name from NEL Holdings South Limited to **"SATCHMO HOLDINGS LIMITED"**.

Thereafter, in pursuance of the RUN application filed by the Company vide SRN F31389604 dated October 19, 2022 along with the resolution passed by the Board of Directors in its meeting held on August 12, 2022 for reserving the new name, the Ministry of Corporate Affairs (MCA) has made available and reserved the proposed name **"SATCHMO HOLDINGS LIMITED"**.

Shareholders are hereby informed that the Company is yet to generate its revenue from the new business segments and also there is no further amount invested in the assets of the company against any new activity/project.

It may be noted that the change of name will be subject to the further approvals from the Shareholders by way of a Special Resolution and from the Stock Exchange upon filing an application along with relevant certificates from Chartered Accountant and Company Secretary.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the Shareholders is required to be accorded for changing the name of the Company by way of a Special Resolution.

Accordingly, the Special Resolution, as set out in Item No. 2, is submitted for approval by shareholders of the Company.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 2 of this Notice.



Item No 3:

Shareholders may recall that subsequent to the Board's approval to apply for the change of name of the Company from the existing "NEL Holdings South Limited" to "**SATCHMO HOLDINGS LIMITED**" the Company filed an application with Ministry of Corporate Affairs (MCA) applied for reserving the new name on October 19, 2022.

Thereafter, in pursuance of the RUN application filed by the Company vide SRN F31389604 dated October 19, 2022 along with the resolution passed by the Board of Directors in its meeting held on August 12, 2022 for reserving the new name, the Ministry of Corporate Affairs (MCA) vide a name availability letter dated October 25, 2022 has made available and reserved the proposed name "**SATCHMO HOLDINGS LIMITED**".

It may be noted that the change of name will be subject to the further approvals from the Shareholders by way of a Special Resolution and from the Stock Exchange upon filing an application along with relevant certificates from Chartered Accountant and the Company Secretary.

Further, consequent upon the name approval, it is proposed to alter the "Name Clause" in the Memorandum of Association and change the name of the Company wherever it appears in the Articles of Association.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the Shareholders is required to be accorded to alter the Memorandum of Association and the Articles of Association by way of a Special Resolution.

Accordingly, a special resolution, as set out in Item No. 3, is submitted for approval by the shareholders of the Company.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 3 of this Notice.



Item No 4:

Mr. Nitesh Shetty was appointed as Chairman & Managing Director for a period of 3 years by the Board on 14TH September, 2017, w.e.f from December 15, 2017 to December 14, 2020, on a remuneration of Rs. 1,50,00,000/- as approved by the Shareholders.

He was further appointed as Chairman & Managing Director of the Company for a period of two years by the Board (from December 15, 2020 to December 14, 2022), on a remuneration of Rs. 1,50,00,000/- as approved by the Shareholders.

In view of the term of office coming to expiry on 14th December 2022, the Nomination & Remuneration Committee will consider the proposal and shall recommend to the Board for re-appointment of Mr. Nitesh Shetty as Chairman & Managing Director for a period of One consecutive year with effect from December 15, 2022 to December 14, 2023.

The re-appointment and the remuneration payable to Mr. Nitesh Shetty as Managing Director has been approved by the Board and the Nomination and Remuneration Committee at their meetings held on November 04, 2022.

Shareholders are further informed that the re-appointment of Mr. Nitesh Shetty as Chairman & Managing Director of the Company after the expiry of the term has been done upon receipt of declaration that he is not subject to any disqualification for reappointment as Managing Director of the Company and also upon receipt of his consent regarding willingness to be re-appointed and was placed before the Board.

Shareholders of the Company are also informed that that the Company has been incurring losses since past few years with negative net worth of the Company and its group Companies. The reasons for the Company incurring losses in past few years was the turn-down in the real estate business environment, apart from shortfall in collections, leading to pressures on resources to complete projects.

Shareholders are further informed that the Mr. Nitesh Shetty as Chairman & Managing Director of the Company, apart from performing the executive functions of the Company is further currently involved in regular negotiations and closing of various exits deals and also needs to plan out for turnaround of the Company including starting of various other business.

Shareholders are also informed that the remuneration payable to Mr. Nitesh Shetty as Managing Director of the Company shall be subject to the approval of Shareholders and upon receipt of NOC from various financial institutions including banks. Further the remuneration proposed to the shareholders is lower than the normal industry standard.

The re-appointment of Mr. Nitesh Shetty and the remuneration payable to him are subject to the consent of the shareholders by way of special resolution in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013, in view of the inadequacy of profits.



The material terms of the draft Agreement to be entered into between the Company and Mr. Nitesh Shetty are set out herein below :

- I. Basic salary of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum.
- II. Use of telephone(s) in Mr. Nitesh Shetty's residence; mobile phone and blackberry phone, the rent, call charges for the Company's business and other outgoings in respect thereof being paid by the Company;
- III. A chauffeur driven motor car, all expenses for the running, maintenance and upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;
- IV. Reimbursement of medical expenses reasonably incurred by Mr. Nitesh Shetty and his family as approved by the Board;
- V. Reimbursement of entertainment expenses reasonably incurred by Mr. Nitesh Shetty wholly and exclusively for the purpose of the business of the Company and approved by the Board;
- VI. Eligible for Employee Group medical insurance and benefit of personal accident insurance policy, the premium of which shall be borne by the Company.
- VII. Benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being provided that the Company's contribution thereto shall not exceed 12% (twelve per cent) of Mr. Nitesh Shetty's salary as laid down in the Income-tax Rules, 1962 in force for the time being and from time to time;
- VIII. Leave on full remuneration in accordance with the rules of the Company in force for the time being and amended from time to time;
- IX. He is also eligible to participate in the Company's Employee Stock Option Plan/ Scheme, if announced; and
- X. Two club membership, the annual fee will be payable by the Company.

The expression "family" used in above shall mean Mr. Nitesh Shetty's spouse and dependent children.

Income-tax, if any, on or in respect of the remuneration stated above shall be borne and paid by Mr. Nitesh Shetty.

Save as aforesaid, Mr. Nitesh Shetty shall not be entitled to any other payment, benefit or perquisite, whether by way of remuneration, compensation or otherwise, for or in respect or by virtue of his employment with the Company as a Managing Director.

In the event of any loss or inadequacy of profit in any of the financial year during the revised tenure of Mr. Nitesh Shetty as Managing Director, the remuneration (including perquisites) as set out in the aforesaid draft Agreement be paid to him as minimum remuneration.

The Board including the committee thereof is authorised to alter or amend the terms of appointment and the benefits within the overall remuneration as approved supra.

The Company having inadequate profit, the approval of the Members is being sought by way of special resolution in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013 for Mr. Nitesh



Shetty's, re-appointment as Managing Director and for the aforesaid remuneration proposed to be paid to him.

The Company has outstanding borrowings from Banks and Financial Institutions. As per the requirement specified under Section II (ii) Part II of Schedule V of the Companies Act, 2013, the Company shall obtain no objections from the secured creditors for the appointment and for the aforesaid remuneration payable to Mr. Nitesh Shetty and the remuneration payable to him shall be subject to the approval from the from Banks and Financial Institutions and the shareholders.

The Board considers that the remuneration and perquisites proposed to be paid to Mr. Nitesh Shetty are commensurate with his duties and responsibilities as a Managing Director. Therefore it is recommended to consider the resolution set out at Item No.3 of the Notice for your approval.

Mr. Nitesh Shetty holds 6,52,73,350 equity shares amounting to 44.76 % of total equity share capital of the Company. Mr. Nitesh Shetty is also currently appointed as Managing Director of Nitesh Residency Hotels Private Limited.

The statement as per Section II (iv) of Part II of Schedule V to the Companies Act, 2013 and Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re- appointment of Mr. Nitesh Shetty as Managing Director is set out below:

I. General Information

| | | | | |
|--|---|----------------|----------------|----------------|
| 1. Nature of industry | Construction, Development of Projects including Real Estate, Housing, Commercial premises, hospitality etc. | | | |
| 2. Date or expected date of commencement of commercial production | 2004 (Date of Incorporation : 20 th February 2004) | | | |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4. Financial performance based on given indicators | Rs. Cr | | | |
| | Details | 2019-20 | 2020-21 | 2021-22 |
| | Paid Up Capital | 14,583 | 14,583 | 14,583 |
| | Reserves & Surplus | (96,375) | (104,387) | (105,494) |
| | Turnover | 2532 | 7615 | 20325 |
| | Profit/(Loss) Before Tax | (1,02,355) | (7465) | (988) |
| | Profit/(Loss) After Tax | (1,00,521) | (8127) | (1044) |
| 5. Export performance and net foreign exchange collaborations | No foreign exchange earnings on account of Export | | | |



| | |
|--|---|
| 6.Foreign Investment or Collaboration (Amount in Rs Cr.) | FDI 2006-07 : 32.85 Cr. 2007-08 : <u>3.65 Cr.</u> Total <u>36.50 Cr.</u> During the IPO in April 2010 total amount in foreign currency collected from FII /QIB Rs. 208.86 Cr., towards Equity and Share Premium. |
|--|---|

II. Information about the appointee

| | |
|---|---|
| (1) Background details | Mr. Nitesh Shetty is a Promoter Director of the Company. On graduation he ventured into business in Advertising and promoted Nitesh Estates Private Limited (now known as NEL Holdings South Limited) in 2004. |
| (2) Past 3 (Three) Financial years remuneration | For F.Yr 2019-20 - Rs 1,50,00,000 – as approved by Shareholders For FY 2020-21 – NIL For FY 2021-22 – NIL |
| (3) Recognition or awards | NA |
| (4) Job profile and his suitability | Chairman & Managing Director |
| (5) Remuneration proposed | <p>Proposal:</p> <p>(i) Basic salary of 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum.</p> <p>(ii) Use of telephone(s) in Mr. Nitesh Shetty's residence; mobile phone and blackberry phone, the rent, call charges for the Company's business and other outgoings in respect thereof being paid by the Company;</p> <p>(iii) A chauffeur driven motor car, all expenses for the running, maintenance and upkeep of such motor car as also the salary of the chauffeur being borne and paid by the Company;</p> <p>(iv) Reimbursement of medical expenses reasonably incurred by Mr. Nitesh Shetty and his family and approved by the Board;</p> <p>(v) Reimbursement of entertainment expenses reasonably incurred by Mr. Nitesh Shetty wholly and exclusively for the purpose of the business of the Company and approved by the Board;</p> <p>(vi) Eligible for Employee Group medical insurance and benefit of personal accident insurance policy, the premium of which shall be borne by the Company.</p> <p>(vii) Benefit of the Company's Provident Fund Scheme in accordance with the rules of the Scheme in force for the time being provided that the Company's contribution thereto shall not exceed 12% (twelve per cent) of Mr. Nitesh Shetty's salary as laid down in the Income-tax Rules, 1962 in force for the time being and from time to time;</p> <p>(viii) Leave on full remuneration in accordance with the rules of the Company in force for the time being and amended from time to time;</p> <p>(ix) He is also eligible to participate in the Company's Employee Stock Option Plan/ Scheme, if announced; and</p> |



| | | | |
|--|--|--|---|
| | <p>(x) Two club membership, the annual fee will be payable by the Company.</p> <p>The expression "family" used in above shall mean Mr. Nitesh Shetty's spouse and dependent children.</p> <p>Income-tax, if any, on or in respect of the remuneration stated above shall be borne and paid by Mr. Nitesh Shetty.</p> <p>Save as aforesaid, Mr. Nitesh Shetty shall not be entitled to any other payment, benefit or perquisite, whether by way of remuneration, compensation or otherwise, for or in respect or by virtue of his employment with the Company as a Managing Director.</p> | | |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | <p>Name of the employee and Employer</p> | <p>Position, Qualification, Exp</p> | <p>Remuneration as disclosed in Annual Report for F.Y. 2020-21 (Rs. In Crores)</p> |
| | Mr. Rajesh Laddha, Piramal Enterprises Ltd | Executive Director & Group Chief Financial Officer, MBA, CA, CPA & CPA, 30+ Yrs | 4.57 |
| | Mr. Nani R Choksey Puravankara Limited | Whole time Director, Rich experience in the real estate development, construction and finance sectors, 40+ yrs | 2.20 |
| | Mr. K C Sharma, Sobha Limited | Vice Chairman & Managing Director B.Com, ACA, ACS, 39+ Yrs | 2.01 |
| (7) Pecuniary relationship directly/ indirectly with the Company, or relationship with the managerial personnel, if any. | There is no pecuniary relationship direct or indirect with the Company and Mr. Nitesh Shetty is not related to any Director of the Company. | | |

III. Other information:

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|---|---|
| (1) Reasons of loss or inadequate profits | a. The Company has achieved a lower Turnovers during the since Financial Year 2020-21, on a standalone basis, mainly due to reduction in Contractual Receipts and also due to reduction in the Income from Property Development. The Contractual Income has declined, as the projects fetching the same is still under construction |
|---|---|



| | |
|---|---|
| | <p>phase, resulting in lower billing compared to the preceding year. Similarly the Properties which are under Development in the preceding year have still not reached a completion stage during the year, impacting the billing in comparison to the previous years.</p> <p>b. The Company follows the Revenue recognition method as prescribed under IND-AS.</p> <p>c. The Operating Margin was significantly lower consequent upon decline in the business, however the fixed costs were fully charged off as per the Accounting norms.</p> |
| (2) Steps taken or proposed to be taken for improvement: | <p>The Company's Ongoing projects (on a consolidated basis)</p> <p>There are various residential projects which are still at different stages of construction. The Company has also planned to exit from its residential real estate business and enter into Commercial real estate business including facility management and warehousing businesses.</p> <p>The Company is currently planning to diversify its business and scouting for a partner for raising funds through its subsidiary as Special Purpose Vehicle.</p> <p>The Company is selectively looking at opportunities into new geographies and businesses for a sustainable growth</p> <p>Significant and Material Orders Passed - NIL</p> |
| (3) Expected increase in productivity and profits in measurable terms | NA |

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs other than Mr. Nitesh Shetty is concerned or interested in the Special Resolution set out at item no. 4 of the accompanying notice.

All documents pertaining to the appointment will be available for inspection at the Registered Office of the Company and any members who wish to inspect can send an email to cs@nelholdings.in.



Item No 5:

Shareholders is informed that the Company has earlier in the year 2021 has divested its 85% stake held in NIRPL Ventures Private Limited post approval from its shareholders and currently hold only 15% stake in the NIRPL Ventures Private Limited. Accordingly NIRPL Ventures Private Limited was no longer a Subsidiary of the Company.

The Board in its meeting held on August 12, 2022 approved for sale of balance 15% stake in NIRPL Ventures Private Limited

The Company proposes to divest its 10,486,500 (balance 15%) equity shares of Face Value Rs. 10/- each in NIRPL Ventures Private Limited.

The Company has identified a buyer for the said divestment (15% of Equity Shares) for sale consideration of Rs. 3.5 lacs, which is significant considering the negative Networth of NIRPL, which stands at Rs. (3188.78) lacs as on 31st March, 2021.

Your Board of Directors propose the resolution for the approval of its shareholders.

Accordingly, the Board recommended the resolution set in Item No. 5 as Special Resolution and submitted the same before the Shareholders for the approval of sole of balance 15% stake in NIRPL Ventures Private Limited.

None of the Directors or Key Managerial Persons of the Company or their relatives is in any way concerned or interested, financially or otherwise, except to the extent of equity shares held by them in the Company, in the resolution set out at Item No. 5 of this Notice.

By the Order of the Board of Directors
For **NEL HOLDINGS SOUTH LIMITED**

November 08, 2022
Bengaluru

Regd. Office: No. 110, A Wing
Level 1, Andrews Building,
M. G. Road, Bengaluru – 560001



Prasant Kumar
Company Secretary & Chief Compliance Officer